



CONTESTED CORPORATE TRANSACTIONS

VOLUME II

**Thomas Heintzman
Harry Underwood**

Winter 1998

This material is for the sole use of students at the Faculty of Law, University of Toronto

1997
8

120-8092

BORA LASKIN LAW LIBRARY

DEC 16 1997

Faculty of Law

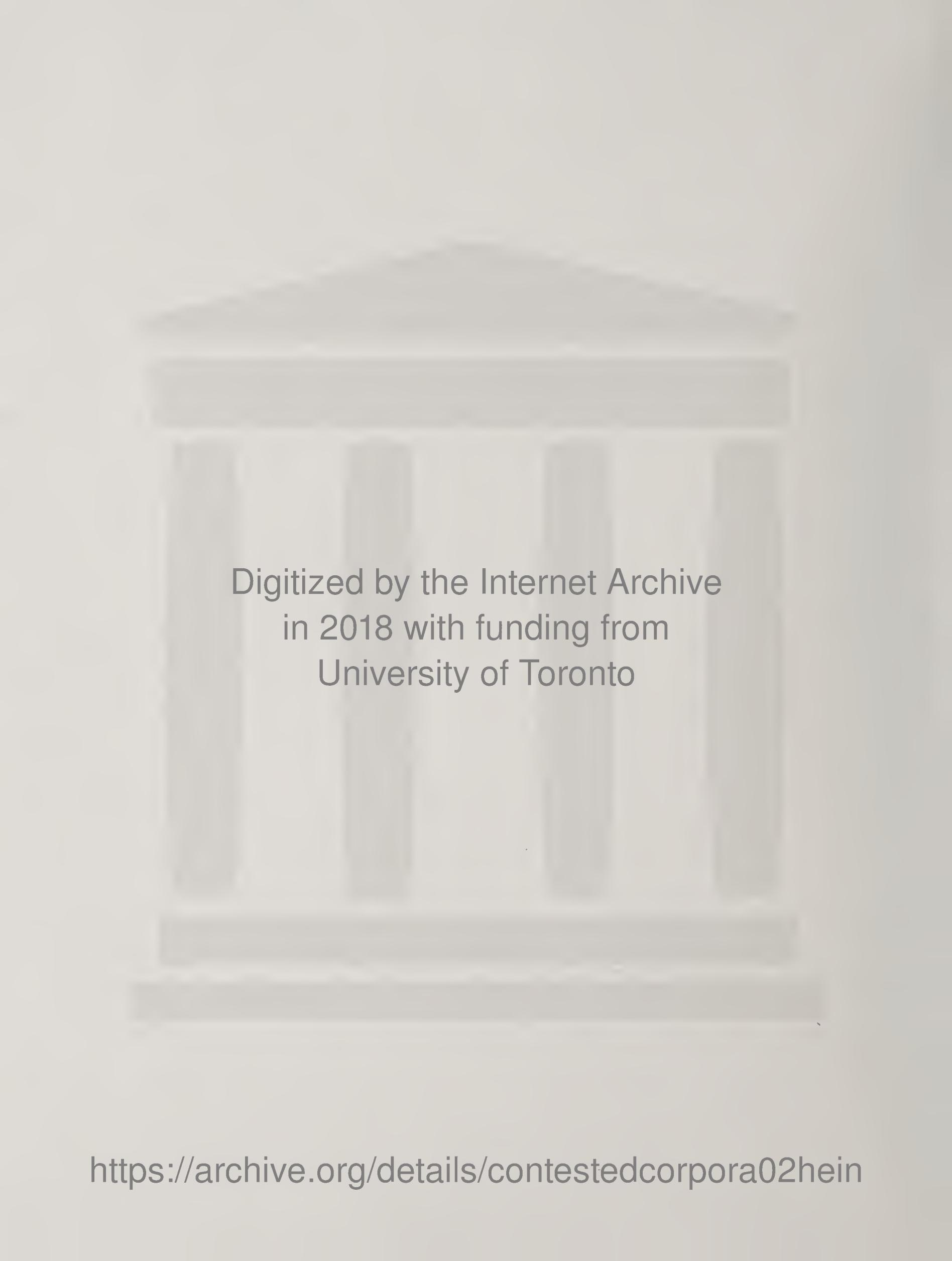
CONTESTED CORPORATE TRANSACTIONS

VOLUME II

**Thomas Heintzman
Harry Underwood**

Winter 1998

This material is for the sole use of students at the Faculty of Law, University of Toronto



Digitized by the Internet Archive
in 2018 with funding from
University of Toronto

<https://archive.org/details/contestedcorpora02hein>

CONTESTED CORPORATE TRANSACTIONS

TABLE OF CONTENTS

VOLUME II

Section Three: Directors' Meetings

H.R. Nathan and M.E. Voore, Chapter Six, <u>Corporate Meetings: Law and Practice</u>	1
Anne Stone, "Directors' and Officers' Conflicts of Interest".....	30
CBCA General By-Law.....	48
<i>Smith v. Van Gorkom</i> , (1985) 488 A.2d 858.....	53
<i>Re Brant Investments Ltd. et al and Keeprite Inc. et al</i> , (1987) 42 D.L.R. (4 th) 15.....	74
<i>Re Palmer and Carling O'Keefe Breweries of Canada Ltd. et al</i> , (1989) 67 O.R. (2d) 161.....	112
<i>820099 Ontario Inc. v. Harold E. Ballard Ltd.</i> , (1991) 3 B.L.R. (2d) 113.....	124
<i>PWA Corporation v. Gemini Group et al</i> , (1993) 10 B.L.R. (2d) 109.....	188
Dey Report, "Guidelines for Improved Corporate Governance".....	197

Section Four: Shareholder Agreements

Frank A. Archibald, "Avoiding Shareholder Disputes When Establishing A Business".....	200
Robert Flannigan, "The Legal Construction of Rights of First Refusal".....	217
Example of Unanimous Shareholder Agreement.....	263
<i>Jack Wallace v. United Growers Limited</i> (1997) S.C.C.....	276

<i>GATX Corp. v. Hawker Siddeley Canada Inc.</i> , (1996) 27 B.L.R. (2d) 251.....	285
<i>Kentucky Fried Chicken v. Scott's Food Services Inc.</i> ,(1997) O.J. No. 3773, Ont. Ct. (Gen Div)....	330
John Heinzl, "Altamira takeover terms too rigid, Almiria says".....	370
Paul Waldie, "Altamira hearing focuses on right of first refusal; Manulife challenges shareholders agreement".....	371
Paul Waldie, "The Battle for Altamira"	372
Altamira- Plaintiffs' Statement of Claim.....	378
Altamira- Statement of Defence of the Defendants (Manufacturers Life)	387
Altamira- Statement of Defence of the Defendants (Management/Employee Shareholders).....	396

Section Five: Companies' Creditors Arrangement Act

F.J.C. Newbould, "Recent Developments: The Companies' Creditors Arrangement Act".....	402
Lawrence Crozier, "Good Faith and the Companies' Creditors Arrangement Act".....	413
<i>Elan Corp. v. Comiskey</i> , (1990) 1 O.R. (3d) 289.....	422
<i>Re Sidaplex-Plastic Suppliers Inc. and Elta Group Inc. et al.</i> , (1995) 131 D.L.R. (4 th) 399.....	451
<i>Heap Noseworthy Ltd. v. Didham</i> , (1996) 29 B.L.R. (2d) 279.....	459
Michael Barrack, "Is Judicial Activism in the Restructuring Field Skewing the Negotiating Process?".....	465